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ALDERWOODS GROUP, INC., PAUL A.
 HOUSTON, SERVICE CORPORATION
 INTERNATIONAL, SCI FUNERAL AND
 CEMETERY PURCHASING COOPERATIVE, INC.,
 SCI EASTERN MARKET SUPPORT CENTER, L.P.,
 SCI WESTERN MARKET SUPPORT CENTER, L.P.
 a/k/a SCI WESTERN MARKET SUPPORT CENTER, L.P.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

CLAUDE BRYANT, CRAIG FULCHER,
 SANFORD LEVINE and THOMAS
 THOMPSON et al., on behalf of themselves
 and all other employees and former employees
 similarly situated,

Plaintiffs,

vs.

ALDERWOODS GROUP, INC., PAUL A.
 HOUSTON, SERVICE CORPORATION
 INTERNATIONAL, SCI FUNERAL AND
 CEMETERY PURCHASING
 COOPERATIVE, INC., SCI EASTERN
 MARKET SUPPORT CENTER, L.P. SCI
 WESTERN MARKET SUPPORT CENTER,
 L.P. a/k/a SCI WESTERN MARKET
 SUPPORT CENTER, INC., SCI HOUSTON
 MARKET SUPPORT CENTER, L.P., and
 JOHN DOES 1-3, et al.

Defendants.

No. 3:07-CV-5696-SI

**DECLARATION OF GWEN PETTEWAY
 IN SUPPORT OF SCI HOUSTON
 MARKET SUPPORT CENTER, L.P.,
 MOTION TO DISMISS AMENDED
 COMPLAINT PURSUANT TO FRCP
 12(b)(2) AND FRCP 12(b)(6)**

1 I, Gwen Petteway, hereby specially appear in this matter for the sole purpose of
2 moving to dismiss the Amended Complaint and, in support of that motion, submit the
3 following declaration under penalty of perjury:

4 1. I am a resident of Brazoria County, Texas.

5 2. I am employed by SCI Funeral and Cemetery Purchasing Cooperative, Inc.,
6 as a director of human resources. As such, I work with the SCI Houston Market Support
7 Center, L.P. ("Houston Market Support") from its only offices located in Houston, Texas.
8 SCI Funeral and Cemetery Purchasing Cooperative, Inc. is a Delaware corporation which
9 maintains its offices and principal place of business only in Houston, Texas.

10 3. Houston Market Support has never been licensed or conducted business in
11 the State of California. It provides executive, management, administrative, accounting,
12 data processing, and human resources services to the funeral establishments,
13 cemeteries and other local facilities owned by Service Corporation International's ("SCI")
14 subsidiary companies that are located in the following states: Texas, Louisiana, Georgia,
15 Florida, Tennessee, North Carolina, South Carolina, Alabama, Missouri, Kansas, West
16 Virginia, Mississippi and Oklahoma. At no time did Houston Market Support provide any
17 such services within the State of California or to any business entity doing business in the
18 State of California.

19 4. Houston Market Support has never entered into any contracts, employment
20 or otherwise, with any of the plaintiffs in this action. It never employed or supervised the
21 employment of any of the plaintiffs in this action.

22 5. Houston Market Support has never maintained an office or held any bank
23 accounts located within the State of California.

24 6. Houston Market Support has not owned any real property in the State of
25 California.

26 7. Houston Market Support has not paid any taxes to the State of California.

27 8. I make this declaration based upon my own personal knowledge. If called
28 upon to testify about the matters set forth herein, I could and would do so.

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1 I declare under penalty of perjury under the laws of the United States of America
2 that the foregoing is true and correct. Executed this 26th day of March, 2008, at
3 Houston, Texas.

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5 GWEN PETTEWAY
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